



PORTICO INTERNATIONAL HOLDINGS LTD

Portico International Holdings Limited

寶國國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0589)

IN THE SUPREME COURT OF BERMUDA CIVIL JURISDICTION COMMERCIAL COURT 2018: NO. 221
IN THE MATTER OF PORTICO INTERNATIONAL HOLDINGS LIMITED
AND IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981

FORM OF PROXY

Form for use by the Scheme Shareholders (as defined in the Scheme mentioned below) at the Court Meeting (as defined in the Scheme mentioned below) of Portico International Holdings Limited (the "Company") to be held on Friday, July 27, 2018 at 4:00 p.m. and any adjournment thereof

Table with 2 columns: Number of Shares to which this Form of proxy relates (note 1), and an empty box for the number of shares.

I/We (note 2) _____ of _____ being the registered holder(s) of shares of par value HK\$0.0025 each (the "Shares") in the capital of the Company HEREBY APPOINT THE Chairman of the Court Meeting (note 3) or _____ of _____

as my/our proxy to attend the Court Meeting of the Scheme Shareholders convened at the direction of the Supreme Court of Bermuda to be held at Dorsett Wanchai, Hong Kong at 387-397 Queen's Road East, Wan Chai, Hong Kong on Friday, July 27, 2018 at 4:00 p.m. (Hong Kong time) and any adjournment thereof for the purpose of considering and, if thought fit, approving (with or without modifications) the scheme of arrangement referred to in the notice convening the Court Meeting (the "Scheme") and at such Court Meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) for the Scheme (with or without modifications, as my/our proxy may approve) or against the Scheme as hereunder indicated.

Please indicate with a "✓" in the boxes provided how you wish the proxy to vote on your behalf (note 4). Should this form be returned duly signed, but without a specific direction, the proxy will vote or abstain at his/her/its discretion.

Table with 2 columns: FOR the Scheme (note 4), AGAINST the Scheme (note 4). Each column has a box for marking the vote.

Dated this _____ day of _____ 2018 Scheme Shareholder's Signature: _____ (note 6)

Notes:

- 1. Please insert the number of Shares. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
2. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
3. Any Scheme Shareholder entitled to attend and vote at the Court meeting is entitled to appoint another person as his proxy to attend and vote instead of him.
4. A Scheme Shareholder who is the holder of two or more Scheme Shares may appoint more than one proxy to attend and vote on his behalf at the Court Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of class of shares in respect of which such proxy is so appointed.
5. IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PLEASE TICK ("✓") THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, PLEASE TICK ("✓") THE BOX MARKED "AGAINST THE SCHEME". FAILURE TO TICK EITHER BOX WILL ENTITLE YOUR PROXY TO CAST YOUR VOTE(S) OR ABSTAIN AT HIS/HER/ITS DISCRETION.
6. A person entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way and in such case, please state the relevant number of Scheme Shares in the appropriate boxes above.
7. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be under its common seal or under the hand of an officer or attorney.
8. Where there are joint registered holders of any Share, any one of such persons may vote at the Court Meeting either personally or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint registered holders be present at the Court Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holders.
9. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with the Company's branch share registrar and transfer office in Hong Kong.
10. Completion and return of this form of proxy will not preclude you from attending and voting at the Court Meeting if you so wish.

* For identification purpose only